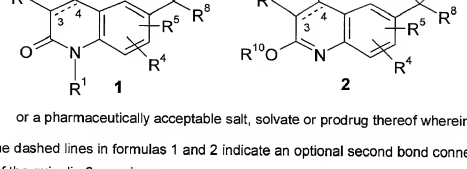
What is claimed is:

1. A compound of the formula 1 or 2:



or a pharmaceutically acceptable salt, solvate or prodrug thereof wherein:

the dashed lines in formulas 1 and 2 indicate an optional second bond connecting C-3 and C-4 of the quinolin-2-one rings;

Z is an aromatic 4 to 10 membered heterocyclic group, substituted with 1 to 4 R^3 substituents;

R^1 is selected from H, C_1-C_{10} alkyl, $-(CR^{11}R^{12})_qC(O)R^{10}$, $-(CR^{11}R^{12})_qC(O)OR^9$, $-(CR^{11}R^{12})_qOR^{10}$, $-(CR^{11}R^{12})_qC(R^{11})(R^{12})SO_2R^9$, $-(CR^{11}R^{12})_t(C_3$-C_{10} cycloalkyl), $-(CR^{11}R^{12})_t(C_6$-C_{10} aryl), and $-(CR^{11}R^{12})_t$(4 to 10 membered heterocyclic), wherein each t is independently an integer from 0 to 5 and each q is independently an integer from 1 to 5; said cycloalkyl, aryl and heterocyclic R^1 groups are optionally fused to a C_6-C_{10} aryl group, a C_5-C_8 saturated cyclic group, or a 4 to 10 membered heterocyclic group; and the foregoing R^1 groups, except H but including any optional fused rings referred to above, are optionally substituted with 1 to 4 R^3 groups;

R^2 is halo, cyano, $-C(O)OR^{10}$, or a group selected from the substituents provided in the definition of R^{10};

each R^3, R^4 and R^5 is independently selected from H, R^{10}, C_2-C_{10} alkenyl, C_2-C_{10} alkynyl, halo, cyano, nitro, trifluoromethyl, trifluoromethoxy, azido, $-OR^{10}$, $-C(O)R^{10}$, $-C(O)OR^{10}$, $-NR^{11}C(O)OR^{10}$, $-OC(O)R^{10}$, $-NR^{11}SO_2R^{10}$, $-SO_2NR^{10}R^{11}$, $-NR^{11}C(O)R^{10}$, $-C(O)NR^{10}R^{11}$, $-NR^{10}R^{11}$, $-CH{=}NOR^{10}$, $-S(O)_jR^{10}$, $-(CR^{11}R^{12})_tC{\equiv}CR^{10}$, and $-(CR^{11}R^{12})_tC{\equiv}CR^{13}$, wherein each t is independently an integer from 0 to 5 and each j is independently an integer from 0 to 2; said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclic moieties of the foregoing R^3, R^4, and R^5 groups are optionally substituted by 1 to 3 substituents independently selected from halo, cyano, nitro, trifluoromethyl, trifluoromethoxy, azido, $-NR^{11}SO_2(C_1$-C_6 alkyl), $-SO_2NR^{11}R^{12}$, $-C(O)R^{10}$, $-C(O)OR^{10}$, $-OC(O)R^{10}$, $-NR^{11}C(O)OR^{10}$, $-NR^{11}C(O)R^{10}$, $-C(O)NR^{11}R^{12}$, $-NR^{11}R^{12}$, hydroxy, C_1-C_8 alkoxy, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_2-C_{10} alkynyl, $-(CR^{11}R^{12})_t(C_6$-C_{10} aryl), $-(CR^{11}R^{12})_t(C_3$-C_{10} cycloalkyl), and $-(CR^{11}R^{12})_t$(4 to 10 membered heterocyclic), wherein each t is independently an integer from 0 to 5;

R^6 is H, cyano, -$(CR^{11}R^{12})_t$(4 to 10 membered heterocyclic) wherein t is an integer from 0 to 5, -OR^{10}, -$OC(O)R^{10}$, -$NR^{10}R^{11}$, -$NR^{11}C(O)H$, -$C(O)OR^{10}$, or –SR^{10}, wherein heterocyclic groups of said R^6 groups are optionally substituted by 1 to 4 R^3 groups;

R^7 is -$(CR^{11}R^{12})_t$(imidazolyl) or -$(CR^{11}R^{12})_t$(pyridinyl), wherein each t is an integer from 0 to 5 and said imidazolyl and pyridinyl moieties are optionally substituted by up to 2 R^3 substituents;

R^8 is phenyl or an aromatic 4 to 10 membered heterocyclic group, and said R^8 group is optionally substituted by 1 to 4 R^3 substituents;

each R^{10} is independently selected from H, C_1-C_{10} alkyl, -$(CR^{11}R^{12})_t$(C_3-C_{10} cycloalkyl), -$(CR^{11}R^{12})_t$(C_6-C_{10} aryl), and -$(CR^{11}R^{12})_t$(4 to 10 membered heterocyclic); wherein each t is independently an integer from 0 to 5 and said cycloalkyl, aryl and heterocyclic R^{10} groups are optionally fused to a C_6-C_{10} aryl group, a C_5-C_8 saturated cyclic group, or a 4 to 10 membered heterocyclic group; and the foregoing R^{10} substituents, except H but including any optional fused rings, are optionally substituted by 1 to 3 substituents independently selected from halo, cyano, nitro, trifluoromethyl, trifluoromethoxy, azido, -$C(O)R^{11}$, -$C(O)OR^{11}$, -$OC(O)R^{11}$, -$NR^{11}C(O)R^{12}$, -$C(O)NR^{11}R^{12}$, -$NR^{11}R^{12}$, hydroxy, C_1-C_6 alkyl, and C_1-C_6 alkoxy;

each R^{11} and R^{12} is independently H or C_1-C_6 alkyl, and where R^{11} and R^{12} are as -$(CR^{11}R^{12})_q$ or -$(CR^{11}R^{12})_t$ each is independently defined for each iteration of q or t in excess of 1;

R^{13} is selected from the list of substituents provided in the definition of R^{10} and -$SiR^{14}R^{15}R^{16}$; and,

R^{14}, R^{15} and R^{16} are each independently selected from the substituents provided in the definition of R^{10} except at least one of R^{14}, R^{15} and R^{16} is not H.

2. A compound according to claim 1 wherein said compound is a compound of formula 1, Z is a pyridine or a thiophene group, including pyridine or thiophene groups substituted with from 1 to 4 R^3 substituents; R^1 is H, C_1-C_6 alkyl, or cyclopropylmethyl; R^2 is H; and R^6 is -$NR^{10}R^{11}$, -OR^{10}, or a heterocyclic group selected from triazolyl, imidazolyl, pyrazolyl, and piperidinyl, wherein said heterocyclic group is optionally substituted by an R^3 group.

3. A compound according to claim 1 wherein said compound is a compound of formula 1, R^7 is imidazolyl optionally substituted by C_1-C_6 alkyl; R^6 is hydroxy, amino, or triazolyl; R^8 is phenyl substituted by 1 to 2 R^3 groups; and R^4, and R^5 are each independently selected from H and halo.

4. A compound according to claim 1 wherein said compound is a compound of formula 1, R^1 is -$(CR^{11}R^{12})_t$(C_3-C_{10} cycloalkyl) wherein t is an integer from 0 to 3; R^2 is H; and

R^6 is $-NR^{10}R^{11}$, $-OR^{10}$, or a heterocyclic group selected from triazolyl, imidazolyl, pyrazolyl, and piperidinyl, wherein said heterocyclic group is optionally substituted by an R^3 group.

5. A compound according to claim **1** wherein R^7 is imidazolyl optionally substituted by C_1-C_6 alkyl; R^6 is hydroxy, amino, or triazolyl.

6. A compound according to claim 1 wherein said compound is a compound of formula 2, Z is a pyridine or a thiophene group, including pyridine or thiophene groups substituted with from 1 to 4 R^3 substituents; R^2 is H; R^6 is $-NR^{10}R^{11}$, $-OR^{10}$ or triazolyl.

7. A compound according to claim 1 wherein said compound is a compound of formula 2, R^7 is imidazolyl optionally substituted by C_1-C_6 alkyl; R^6 is hydroxy or amino; R^8 is phenyl substituted by **1** to 2 R^3 groups; and R^4 and R^5 are each independently selected from H and halo.

8. A compound according to claim **1** wherein said compound is selected from the group consisting of:

(4-Chloro-phenyl)-[2-methoxy-4-(5-methyl-thiophen-2-yl)-quinolin-6-yl]-(3-methyl-3H-imidazol-4-yl)-methanol;

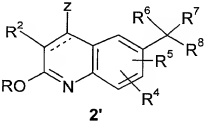
6-[(4-Chloro-phenyl)-hydroxy-(3-methyl-3H-imidazol-4-yl)-methyl]-1-methyl-4-(5-methyl-thiophen-2-yl)-1H-quinolin-2-one;

6-[Amino-(4-chloro-phenyl)-(3-methyl-3H-imidazol-4-yl)-methyl]-1-methyl-4-(5-methyl-thiophen-2-yl)-**1H**-quinolin-2-one;

6-[(4-Chloro-phenyl)-hydroxy-(3-methyl-3H-imidazol-4-yl)-methyl]-4-(5-chloro-thiophen-2-yl)-1-methyl-1H-quinolin-2-one;

and the pharmaceutically acceptable salts, solvates and prodrugs of the foregoing compounds.

9. A method of preparing a compound of formula **1** according to claim 1, wherein R^1 of formula **1** is H, which comprises hydrolysing a compound of formula **2'**



2'

wherein R is C_1-C_6 alkyl and Z, R^2, R^4, R^5, R^6, R^7 and R^8 are as defined for formula **1** in claim 1.

10. A method of treating abnormal cell growth in a mammal in need of such treatment which comprises administering to said mammal a therapeutically effective amount of a compound according to claim **1**.

11. A pharmaceutical composition for the treatment of abnormal cell growth in a mammal which comprises a therapeutically effective amount of a compound according to claim 1 and a pharmaceutically acceptable carrier.